

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

785 Partners LLC,

Debtor.

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Chapter 11

Case No. 11-13702 (SMB)

ORDER CONFIRMING PLAN¹

The Third Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code filed by 785 Partners LLC, on December 13, 2011 (Dkt# 107), having been transmitted to creditors and equity security holders; and

The Fourth Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code having been filed on May 8, 2012; and

The Fifth Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code having been filed on May 10, 2012 (the “Plan”); and

It having been determined after hearing on notice that the requirements for confirmation of the Plan set forth in 11 U.S.C. § 1129(a) have been satisfied;

IT IS ORDERED that:

1. The Plan is confirmed in the form annexed hereto as Exhibit A.

2. Pursuant to § 1146(c) of the Bankruptcy Code, any transfers from the Debtor to the Post-Confirmation Debtor or any other Person or Entity pursuant to or in connection with the Plan shall not be subject to any ~~document recording tax, stamp tax, conveyance fee, intangibles or similar tax, mortgage tax, stamp act, real estate transfer tax, mortgage recording tax, or other similar tax or governmental assessment~~ [SMB 5/10/12], and by this Confirmation Order the appropriate state or local governmental officials or agents are hereby directed to forego the

¹ Unless defined in this Confirmation Order, all defined terms shall have the meaning set forth in the Plan.

collection of any such tax or governmental assessment and to accept for filing and recordation any of the foregoing Instruments or other documents without the payment of any such tax ~~or~~ ~~governmental assessment~~. [SMB 5/10/12]

3. Pursuant to Rule 3020 of the Federal Rules of Bankruptcy Procedure § 10.3 of the Plan (i) describes in reasonable detail all acts enjoined under the Plan, (ii) is specific in its terms regarding the injunction and (iii) identifies the entities subject to the injunction.

Dated: May 10th, 2012

BY THE COURT

/s/ STUART M. BERNSTEIN

Stuart M. Bernstein

United States Bankruptcy Judge.